

EW/Sec/2019/216

July 25, 2019

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Dear Sir,

Ref.:- Symbol:- EDELWEISS

Sub: Compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Scrutinizer's Report on Remote e-voting and voting conducted at the venue at the 24th Annual General Meeting ('AGM') of the Company held on Thursday, July 25, 2019 is enclosed.

All the resolutions were passed with requisite majority on July 25, 2019.

Kindly take the same on record.

For Edelweiss Financial Services Limited


B. Renganathan
Executive Vice President & Company Secretary



Encl. a/a

**Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the Venue at
the 24th AGM of EDELWEISS FINANCIAL SERVICES LIMITED held at Mumbai on
Thursday, July 25, 2019 at 3.00 p.m.**

To,

The Chairman,
Edelweiss Financial Services Limited
Edelweiss House,
Off CST Road,
Kalina, Mumbai- 400098

24th Annual General Meeting of the Equity Shareholders of EDELWEISS FINANCIAL SERVICES LIMITED held on Thursday, July 25, 2019 at 3.00 P.M. at the Registered Office of the Company, at Edelweiss House, Off CST Road, Kalina Mumbai 400098

Sub: Passing of Resolution(s) through Remote E-voting process as well as voting process conducted at the venue of the AGM pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of EDELWEISS FINANCIAL SERVICES LIMITED (*hereinafter referred to as the 'EDELWEISS' or the "Company"*) at its meeting held on May 14, 2019 had appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the votes cast at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. I say, I am familiar and well versed with the concept of Remote E-voting and the voting done at the venue of AGM as prescribed under the said Rules.

Report on Scrutiny:

- EDELWEISS had appointed Central Depository Services (India) Ltd (CDSL) as the service provider, for the purpose of extending the facility of Remote E-voting to the Members of EDELWEISS.
- The CDSL had provided a system for recording the votes of the Members electronically through Remote E-voting on all the items of the business (both



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T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Inlaks Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

Ordinary and Special businesses) sought to be transacted at the 24th Annual General Meeting ('AGM') of EDELWEISS, which was held on Thursday July 25, 2019.

- CDSL had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted at the 24th AGM on its website and also that of CDSL to facilitate their Members to cast their vote through Remote E-voting.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Rules.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Thursday, July 18, 2019**.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open from **Monday July 23, 2019 at 9:00 A.M. to Wednesday, July 24, 2019 at 5:00 P.M.**
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Rules, the Company had also released a Notice, which was published more than 21 days before the date of the AGM in English newspaper "Free Press Journal" dated July 3, 2019 and in Marathi newspaper "Navshakti" dated July 3, 2019. The Notice published in the newspapers carried the required information as specified in sub rule 4(v) (a) to (h) of the said Rule 20.

At the end of the voting period on Wednesday July 24, 2019 at 5.00 P.M., the voting portal of CDSL was blocked forthwith.

- As provided under the Rules, at the venue of the 24th AGM of the Company held on July 25, 2019, the facility to vote through electronic device was provided to facilitate those members present in the meeting, who did not cast their votes through Remote E-voting.
- After the voting was completed, the electronic devices provided for casting the votes were also unlocked in my presence for generating the reports.
- On July 25, 2019, after tabulating the votes conducted at the venue of the AGM through electronic device, the votes cast through Remote E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms Vidhi Doshi and Ms Anuja Patil who acted as the witnesses, as prescribed in sub rule 4(xii) of the said Rule 20.
- Thereafter, I as a Scrutinizer, duly compiled the details of Remote E-voting carried out by the Members and the voting at the venue of the AGM, the details of which are as follows:



Details	Remote E-voting	Voting at AGM	Total voting
Number of members who cast their votes	244	234	478
Total number of Shares held by them	22,74,33,425	36,74,26,384	59,48,59,809
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained /less voted / Invalid Votes	Various as mentioned under each of the Resolution		

Notes:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting at the venue of the AGM.
2. Break up of the votes cast through remote e-voting and through voting at the meeting is given in a separate sheet attached.

ORDINARY BUSINESS

Item No. 1 of the Notice (As an Ordinary Resolution):

To consider and adopt

- a) the audited financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	59,46,41,969	99.999	426	0.001	2,17,414

Item No. 1 of the Notice stands passed with the requisite majority



Item No. 2 of the Notice (As an Ordinary Resolution):

To declare dividend on Equity Shares

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	59,48,30,710	99.99	26	0.001	29,073

Item No. 2 of the Notice stands passed with the requisite majority

Item No. 3 of the Notice (As an Ordinary Resolution):

To appoint Mr. Rashesh Shah (DIN 00008322) as a Director who retires by rotation and being eligible, offers herself for re-appointment

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	59,43,15,471	99.913	5,15,265	0.087	29,073

Item No. 3 of the Notice stands passed with the requisite majority

Item No. 4 of the Notice (As an Ordinary Resolution):

To appoint Mr. Venkatachalam Ramaswamy (DIN 00008509) as a Director who retires by rotation and being eligible, offers himself for re-appointment



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	59,41,68,230	99.889	6,62,506	0.111	29,073

Item No. 4 of the Notice stands passed with the requisite majority

SPECIAL BUSINESS

Item No. 5 of the Notice (As a Special Resolution):

Appointment of Mr. Ashok Kini (DIN 00812946) as an Independent Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	59,06,08,761	99.999	559	0.001	42,50,489

Item No. 5 of Notice stands passed with the requisite majority

Item No. 6 of the Notice (As an Ordinary Resolution):

Appointment of Dr. Ashima Goyal (DIN 00233635) as an Independent Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	59,06,08,814	99.999	506	0.001	42,50,489



Item No. 6 of Notice stands passed with the requisite majority

Item No. 7 of the Notice (As an Ordinary Resolution):

Appointment of Ms. Anita George (DIN 00441131) as a Non-Executive Non-Independent Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	58,99,46,689	99.888	6,62,631	0.112	42,50,489

Item No. 7 of the Notice stands passed with the requisite majority

Item No. 8 of the Notice (As a Special Resolution):

Re-appointment of Mr. Himanshu Kaji (DIN 00009438) as an Executive Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	58,34,89,890	98.820	69,64,430	1.180	44,05,489

Item No. 8 of the Notice stands passed with the requisite majority

The break-up of the voting for each item of the resolution is given in the attached sheet.

All the Resolutions mentioned in the AGM Notice dated May 14, 2019 as per the details above stand passed under Remote E-voting and the voting conducted at the AGM with requisite majority and hence deemed to be passed as on the date of the AGM.



A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those, whose votes were declared "INVALID/ABSTAINED", for each resolution is being delivered to the Company Secretary separately.

I hereby confirm that I am maintaining the Registers received from the Service Provider and the RTA both for votes cast through Remote E-voting and the voting conducted at the AGM by the Members of the Company. All other relevant records relating to Remote E-voting and voting conducted at the AGM is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully

For B.N. & Associates

COMPANY SECRETARIES

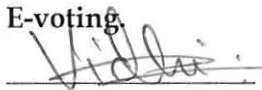



CS B Narasimhan
(Proprietor)
(FCS No 1303 COP No 10440)

Place: Mumbai

Date: July 25, 2019

The following were the witnesses to the unblocking the votes cast through Remote E-voting.



1. Ms. Vidhi Doshi



2. Ms. Anuja Patil

I have received the report:

For Edelweiss Financial Services Limited

Signature _____

Signed by Mr. B. Renganathan (authorized by the Chairman)

Place: Mumbai

Date: July 25, 2019

Break up of voting done by the shareholders of Edelweiss Financial Services Ltd on the matters placed for their approval at the 24th AGM held on 25th July 2019

Details	Ordinary/ Special	Res No	Mode of voting			Favour			Against			Total Valid votes Cast	Abstained & Less/not voted	
				No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	Shares	No of Share holders	Shares
Adoption of the audited financial statements (standalone) and consolidated for the year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.	Ordinary	1 (a)(b)	Remote evoting	244	227433425	240	227215585	99.999	3	426	0.001	227216011	1	217414
			Voting at AGM	234	367426384	234	367426384	100.000	0	0	0.000	367426384	0	0
			TOTAL	478	594859809	474	594641969	99.999	3	426	0.001	594642395	1	217414
Declaration of Dividend on equity shares	Ordinary	2	Remote evoting	244	227433425	242	227404326	99.999	2	26	0.001	227404352	0	29073
			Voting at AGM	234	367426384	234	367426384	100.000	0	0	0.000	367426384	0	0
			TOTAL	478	594859809	476	594830710	99.999	2	26	0.001	594830736	0	29073
To appoint Mr. Rashesh Shah (DIN 00008322) as a Director liable to retire by rotation and being eligible offers himself for re-appointment	Ordinary	3	Remote evoting	244	227433425	237	226889087	99.773	7	515265	0.227	227404352	0	29073
			Voting at AGM	234	367426384	234	367426384	100.000	0	0	0.000	367426384	0	0
			TOTAL	478	594859809	471	594315471	99.913	7	515265	0.087	594830736	0	29073
To appoint Mr. Venkatachalam Ramaswamy(DIN 00008509) as a Director liable to retire by rotation and being eligible offers himself for re-appointment	Ordinary	4	Remote evoting	244	227433425	235	226741846	99.709	9	662506	0.291	227404352	0	29073
			Voting at AGM	234	367426384	234	367426384	100.000	0	0	0.000	367426384	0	0
			TOTAL	478	594859809	469	594168230	99.889	9	662506	0.111	594830736	0	29073
Appointment of Mr. Ashok Kini (DIN00812946) as an Independent Director	Special	5	Remote evoting	244	227433425	234	223182377	99.999	6	559	0.001	223182936	4	4250489
			Voting at AGM	234	367426384	234	367426384	100.000	0	0	0.000	367426384	0	0
			TOTAL	478	594859809	468	590608761	99.999	6	559	0.001	590609320	4	4250489



Details	Ordinary/ Special	Res No	Mode of voting			Favour			Against			Total Valid votes Cast	Abstained & Less/not voted	
				No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	Shares	No of Share holders	Shares
Appointment of Dr Ashima Goyal (DIN00233635) as an Independent Director	Ordinary	6	Remote evoting	244	227433425	236	223182430	99.999	4	506	0.001	223182936	4	4250489
			Voting at AGM	234	367426384	234	367426384	100.000	0	0	0.000	367426384	0	0
			TOTAL	478	594859809	470	590608814	99.999	4	506	0.001	590609320	4	4250489
Appointment of Ms. Anita George as a Non-Executive Non-Independent Director (DIN00441131)	Ordinary	7	Remote evoting	244	227433425	229	222520305	99.703	11	662631	0.297	223182936	4	4250489
			Voting at AGM	234	367426384	234	367426384	100.000	0	0	0.000	367426384	0	0
			TOTAL	478	594859809	463	589946689	99.888	11	662631	0.112	590609320	4	4250489
Re-appointment of Mr. Himanshu Kaji as an Executive Director (DIN 0009438)	Special	8	Remote evoting	244	227433425	213	216063506	96.877	26	6964430	3.123	223027936	5	4405489
			Voting at AGM	234	367426384	234	367426384	100.000	0	0	0.000	367426384	0	0
			TOTAL	478	594859809	447	583489890	98.820	26	6964430	1.180	590454320	5	4405489

